

Recording fee: \$25.00 (Note 1)

Form No. NP 1

Use black print or type.

RSA 292:2

Leave 1" margins both sides.

Form must be single-sided, on 8 1/2 x 11" paper, and have a one inch margin on both sides. Double sided copies will not be accepted.

ARTICLES OF AGREEMENT
OF
A NEW HAMPSHIRE NONPROFIT CORPORATION

THE UNDERSIGNED, BEING PERSONS OF LAWFUL AGE, ASSOCIATE UNDER THE PROVISIONS OF THE NEW HAMPSHIRE REVISED STATUTES ANNOTATED, CHAPTER 292 BY THE FOLLOWING:

Article 1. The name of the corporation shall be:
CouchSurfing International Inc.

Article 2. The object for which this corporation is established is:
See Attached.

Article 3. The provisions for establishing membership and participation in the corporation are:

Membership should be determined by a vote of existing members.

FILED

APR 02 2003

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

Article 4. The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are:

1. To pay all outstanding debts of the corporation
2. To repay capital contributions
3. The remainder will be used for charitable purposes.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes.

3/31/03

State of New Hampshire

Articles of Agreement
Of
A New Hampshire Non-Profit Corporation

CouchSurfing International Inc.

Article 2- The object for which this corporation is established is:

To internationally network people and places, create educational exchanges, raise collective consciousness, spread tolerance, and facilitate cultural understanding.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of the document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible

under section 170 (C) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (C) (3) and 170 (C) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

Article 5. The address at which the business of this corporation is to be carried on is:

PO Box 288, 200 East Side Rd., Conway, New Hampshire 03818.

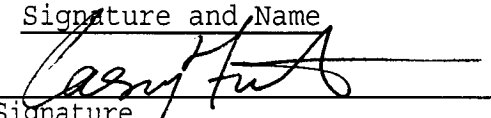
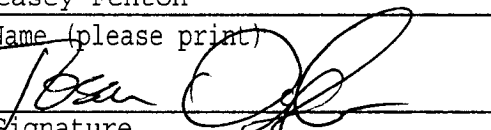
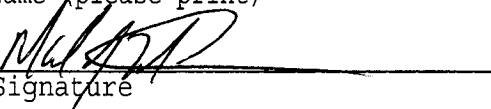
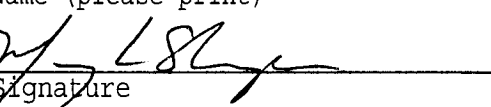
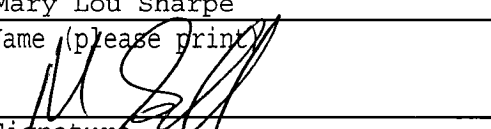
Article 6. The amount of capital stock, if any, or the number of shares or membership certificates, if any, and provisions for retirement, reacquisition and redemption of those shares or certificates are:

None


Article 7. Provision eliminating or limiting the personal liability of a director, an officer or both, to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, an officer or both is: (Note 2)

None

Article 8. Signatures and post office address of each of the persons associating together to form the corporation: (Note 3)

| <u>Signature and Name</u> | <u>Post Office Address</u> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| 1. <u></u> Signature <u>Casey Fenton</u> Name (please print) | <u>PO Box 288, 200 East Side Road</u> Street <u>Conway</u> <u>NH</u> <u>03818</u> City/Town State Zip |
| 2. <u></u> Signature <u>Tosan Ogedengbe</u> Name (please print) | <u>8025 Excelsior Drive, Suite 200</u> Street <u>Madison</u> <u>WI</u> <u>53717</u> City/Town State Zip |
| 3. <u></u> Signature <u>Mark Williams</u> Name (please print) | <u>8025 Excelsior Drive, Suite 200</u> Street <u>Madison</u> <u>WI</u> <u>53717</u> City/Town State Zip |
| 4. <u></u> Signature <u>Mary Lou Sharpe</u> Name (please print) | <u>8025 Excelsior Drive, Suite 200</u> Street <u>Madison</u> <u>WI</u> <u>53717</u> City/Town State Zip |
| 5. <u></u> Signature <u>Mark Schiff</u> Name (please print) | <u>8025 Excelsior Drive, Suite 200</u> Street <u>Madison</u> <u>WI</u> <u>53717</u> City/Town State Zip |

City/Town Clerk's office, City/Town of Conway
Received and recorded this 26th day of March, 2003.
(Note 4)


City/Town Clerk's Signature
Rhoda A. Quint
City/Town Clerk's Name (Please Print)

- Notes:
1. Recording fee payable to: N. H. Secretary of State.
 2. If no provision eliminating or limiting personal liability, insert "none".
 3. At least five signatures are required.
 4. Must be recorded with the Clerk of the City/Town of the principal place of business prior to recording with the Secretary of State.
(Fee payable to the clerk is \$5.00.)

Mail \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH)
to: Secretary of State, State House, Room 204, 107 North Main Street,
Concord, NH 03301-4989